

5770-C

COMMERCE COMMISSION

PULLMAN TRANSPORT LEASING COMPANY
EQUIPMENT TRUST

Series 1

SUPPLEMENTAL AGREEMENT NO. 3

Dated as of October 1, 19 74

TO

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1970

BY AND BETWEEN

FIRST NATIONAL CITY BANK, Trustee

AND

PULLMAN TRANSPORT LEASING COMPANY

SUPPLEMENTAL AGREEMENT NO. 3 (the "Supplement") dated as of October 1, 1974, to EQUIPMENT TRUST AGREEMENT (the "Agreement") dated as of June 15, 1970, by and between FIRST NATIONAL CITY BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (the "Trustee"), and PULLMAN TRANSPORT LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company").

WHEREAS, the Company wishes to sell, assign and transfer to the Trustee the equipment described below in exchange for other equipment in accordance with Section 5.06 of the Agreement; and

WHEREAS, the Agreement authorizes the Company and the Trustee to enter into this Supplemental Agreement without the consent of the holders of the Equipment Trust Certificates issued under the Agreement;

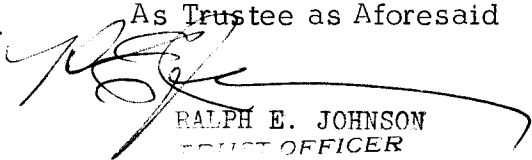
NOW THEREFORE, it is hereby agreed that Schedule A to the Agreement is hereby amended to add to such Schedule A and subject to the terms of the Agreement the equipment described in Schedule A attached hereto and hereby made a part hereof.

Except as amended herein, the Agreement will continue in full force and effect.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed by their respective officers thereunto duly authorized and their respective corporate seals duly attested, to be hereunto affixed as of the day and year first written.

FIRST NATIONAL CITY BANK

As Trustee as Aforesaid
BY


RALPH E. JOHNSON
TRUST OFFICER

[Corporate Seal]

Attest:

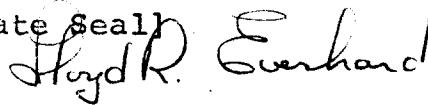

GEORGE GIBSON
Assistant Cashier

PULLMAN TRANSPORT LEASING COMPANY

BY


President

[Corporate Seal]


Secretary.

ADD

SCHEDULE A
(Equipment Transferred to Trustee)

<u>Quantity</u>	<u>Description</u>	<u>Car Number</u>
56	4427 cu. ft. 100-Ton Capacity Covered Hopper	TLDX 6093-6111, 6114-6125, 6129-6139, 6143, 6144, 6147-6151, 6154-6157, 6160-6162
219	4427 cu. ft. 100-Ton Capacity Covered Hopper	TLDX 7227-7231, 7233-7237, 7239-7249, 7251-7291, 7293-7297, 7299-7308, 7310-7353, 7355-7395, 7397-7417, 7419-7424, 7426, 7427, 7429-7431, 7433-7457

STATE OF ILLINOIS, }
COUNTY OF C O O K, } SS.:

On this 16th day of October, 1974, before me personally came RALPH E. JOHNSON, to me known, who, being by me duly sworn, says that he resides at 60 Gramercy Park North, New York, N.Y., that he is a ~~NOTARY~~ OFFICER of FIRST NATIONAL CITY BANK, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation, and that he signed his name thereto by like authority.

Notary Public

My Commission Expires

[Notarial Seal]

JOHN L. GRIMMELBEIN
Notary Public, State of New York
No. 30-6375350
Qualified in Nassau County
Cert. filed in New York County
Term Expires March 30, 1976

STATE OF ILLINOIS, }
COUNTY OF C O O K, } SS.:

On this 9th day of October, 1974, before me personally came Arthur L. Berry, to me known, who, being by me duly sworn, says that he resides at 1639 Central Ave., Wilmette, Ill., that he is the President of PULLMAN TRANSPORT LEASING COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Notary Public

My Commission Expires Feb. 24, 1978

[Notarial Seal]